



K I C METALIKS LIMITED

"Sir R. N. M. House", 3B, Lal Bazar Street,
4th Floor, Room No. 2, Kolkata – 700 001
Phone : +91-33-2210 3301
Fax : +91-33-4001 9636

Dated: August 30, 2022

To,
Bombay Stock Exchange Limited
(Department of Corporate Services)
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street,
Mumbai - 400001

Dear Sir/ Madam,

Sub : Annual General Meeting and Book Closure dates of the Company
Ref : Company's Code - 513693; Name : K I C Metaliks Limited

We would like to inform you that the 35th Annual General Meeting (AGM) of the members of the Company will be held through Video Conferencing (VC)/Other Audio Visual Means (OAVM) on **Friday, September 23, 2022 at 10: 30 AM (IST)** in compliance with all the applicable provisions of Companies Act, 2013 (Act) and the Rules made thereunder and the Listing Regulations read with General Circular No. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 5, 2020; 02/2021 dated January 13, 2021 and 02/2022 dated May 5, 2022 other applicable circulars issued by the Ministry of Corporate Affairs. The Register of members and Share Transfer Books of the Company would accordingly be closed from Saturday, **September 17, 2022 to Friday, September 23, 2022 (both days inclusive)** for the purpose of the meeting.

Pursuant to provisions of Section 108 of the Act and Rules framed thereunder, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to offer e-voting facility to the members through National Securities Depository Limited (NSDL) to exercise the right to vote by electronic means on all resolutions proposed to be considered at the meeting and the business may be transacted through e-voting facility. The Company has fixed **Friday, September 16, 2022** as the relevant cut-off date to determine members eligible to cast their votes by remote e-voting. The remote e-voting period commences on **Monday, September 19, 2022 at 9.00 a.m. (IST) and ends on Thursday, September 22, 2022 at 5.00 p.m. (IST)**.

A copy of Notice of the forth coming Annual General Meeting is enclosed.

We request you to kindly take the above intimation on your record.

Thanking You,

Yours faithfully,

For, KIC METALIKS LTD.

Company Secretary

CC :

1. Central Depository Services (India) Ltd., Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street, Mumbai – 400 001
2. National Securities Depository Ltd., Trade World, A-Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013
3. M/s. S. K. Infosolutions Pvt. Ltd., D/42, Katju Nagar (Near South City Mall), Ground Floor, Katju Nagar Bazar, Jadavpur, West Bengal - 700 032

CIN : L01409WB1986PLC041169

Factory: Village - Raturia, Angadpur, Durgapur - 713 215 (District: Burdwan) West Bengal, India
Phone : +91 987 494 3345, Email: info@kicmetaliks.com, Website: www.kicmetaliks.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 35th ANNUAL GENERAL MEETING of the Members of **K I C METALIKS LIMITED** will be held on Friday, **September 23, 2022 at 10.30 a.m (IST)** through **Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')** to transact the following business :

AS ORDINARY BUSINESS :

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Mukesh Bengani (DIN: 08892916) who retires by rotation and being eligible offers himself for re-appointment.
3. **Re-appoint the Statutory Auditors of the Company and fix their remuneration for a second term of one year**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time 'Act', M/s. B. N. Agrawal & Co., Chartered Accountants (Firm Registration No. 320312E), be and is hereby appointed as the statutory auditors of the Company for a second term of 1 (one) year to hold office from the conclusion of this 35th Annual General Meeting until the conclusion of the 36th Annual General Meeting of the Company, at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company 'Board' and the Auditors".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution."

AS SPECIAL BUSINESS :

4. **Re-appointment of Mr. Radhey Shyam Jalan (DIN: 00578800), as Chairman and Managing Director of the Company and payment of overall remuneration to him**

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Radhey Shyam Jalan (DIN: 00578800) as Chairman and Managing Director 'CMD' of the Company for a period of three years, with effect from 4th November, 2022 to 3rd November, 2025, liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act and as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and CMD."

"RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted Committee of the Board) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. Revision in Remuneration of Mr. Mukesh Bengani, (DIN : 08892916) Director (Finance) and Chief Financial Officer of the Company

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Mukesh Bengani, (DIN : 08892916), Director (Finance) and Chief Financial Officer of the Company ‘Mr. Bengani’, on the terms and conditions including remuneration as mentioned below :

Salary and Perquisites :

a)	Basic Salary	:	₹ 67,825 per month
b)	H.R.A	:	₹ 27,130 per month
c)	Transport allowance	:	₹ 13,565 per month
d)	Other allowance	:	₹ 10,180 per month
	Total	:	₹ 1,18,700 per month

e) Medical and Leave Travel Allowances will be as per the Company rules.

f) Annual Bonus & Gratuity will be as per the Company rules.

The terms and conditions of appointment of Mr. Bengani may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to him for attending meetings of the Board of Directors or any committee thereof. Total remuneration of Mr. Bengani in any financial year shall not exceed 5 % of the net profits of the Company during that year. The appointment may be terminated by the Company or Mr. Bengani by giving one months’ notice of such termination or salary in lieu thereof or by mutual consent.

“RESOLVED FURTHER THAT the Company Secretary or any Director of the Company be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the above resolution.”

6. Ratification of the remuneration of the Cost Auditors (Firm Registration No. 101919) of the Company for the financial year 2022-23

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 35,000/- plus applicable taxes and out-of-pocket expenses incurred in connection with the audit, payable to M/s. Patangi & Co., Cost Accountants, (Firm Registration No. 101919), who were appointed by the Board of Directors of the Company ‘Board’ as Cost Auditors of the Company to audit the cost records for the financial year 2022-23.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution.”

Registered Office :

“Sir RNM House”, 3B, Lal Bazar Street,
4th Floor, Room No. 2, Kolkata – 700 001
West Bengal, India

Dated : May 26, 2022

Place : Kolkata

By Order of the Board
For **K I C Metaliks Limited**

Ruchika Fogla
Company Secretary
(Membership No. A23339)

IMPORTANT NOTES :

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs 'MCA' has vide its Circular No. 20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting 'AGM' through VC/OAVM, without the physical presence of the Members at the meeting venue and that will be in compliance with the provisions of the Companies Act 2013 'Act'. The Securities and Exchange Board of India 'SEBI' vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter called as SEBI Circular) extended relaxation to listed companies in view of Covid-19 pandemic from the Compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 'Listing Regulations' relating to conduct of AGM through VC/OAVM. The AGM of the Company pursuant to aforesaid Circulars issued by MCA and SEBI, is being held through VC/OAVM at the Registered Office of the Company.
2. **The members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of commencement of the meeting (i.e. 10.30 AM IST) by following the procedure mentioned herein after under the head "instructions for members for Attending AGM through VC/OAVM". The facility of participation at AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This does not include large Shareholders (i.e. holding 2 % or more shares), promoters, Institutional Investors, Directors and Key Managerial Personnel of the Company, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company and Auditors, who are to attend AGM without restriction of first come first serve basis.**
3. Since this AGM is being held pursuant to the applicable MCA and SEBI Circulars through **VC/OAVM**, physical attendance of members has been dispensed with in line with aforesaid Circulars. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The facility of casting votes by the member using remote e-voting system as well as at AGM will be provided by NSDL. The detailed instructions for casting vote are mentioned hereinafter.
Members who wish to speak at AGM shall send their name and DP ID/ Folio No. 3 (three) days before AGM date i.e. **Tuesday, September 20, 2022** on following e-mail id ***companysecretary@kicmetaliks.com***.
5. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization/Power of Attorney etc. (Authorization) authorizing its representative to attend the AGM through VC/CAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail to his/her registered e-mail address at ***kic.scrutinizer@gmail.com*** with a copy marked to ***evoting@nsdi.co.in***.
6. The Register of members and Share Transfer Register of the Company will remain closed from Saturday, **September 17, 2022 to Friday, September 23, 2022** (both days inclusive).
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 7, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and to ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form as it facilitates easy liquidity. Change in particulars of shareholding such as bank details, address, loss of share certificates etc., members can contact the Company's Registrars and Transfer Agents, **M/s. S .K. Infosolutions Pvt. Ltd. D/42, Katju Nagar (Near South City Mall), Ground Floor, Katju Nagar Bazar, Jadavpur, Kolkata – 700 032** 'RTA' for assistance in this regard. The details various banks and agencies providing dematerialization of shares services are available on the website of NSDL and CDSL.
8. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DP's in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

9. **In terms of provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual members. The members who are holding shares in physical form and are desirous of availing this facility may kindly download the prescribed form (SH-13) from the Company's website and submit the same to RTA at the address mentioned herein above in Note No. 7. Members holding shares in dematerialized form, should write to their Depository Participant for this purpose.**
10. Members who are holding shares in physical form are requested to notify changes, if any, pertaining to their name, postal address, e-mail address, telephone or mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to the RTA at the address mentioned **Note No. 7** quoting their folio number along with requisite documents and members holding shares in dematerialised form, should intimate request for such changes to their Depository Participant.
11. Members who are holding shares in identical order of names in more than one folios, are requested to write to the RTA at the address mentioned in **Note No. 7** to consolidate their holdings in one folio.
12. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before **Friday, September 16, 2022** from their registered e-mail address, mentioning their Name, DP ID and Client ID/Folio No. and mobile number on **companysecretary@kicmetaliks.com**. The queries will be replied by the Company suitably in the AGM.
13. In compliance with the aforesaid MCA Circulars and SEBI Circulars (referred in Note No. 1) Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website **www.kicmetaliks.com**, websites of the Stock Exchanges i.e. BSE Limited at **www.bseindia.com** on the website of NSDL **www.evoting.nsdl.com**.
14. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Since the AGM will be held through VC/OAVM, the Route Map of the venue of the AGM is not annexed to this Notice.
16. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses under **Item Nos. 3, 4, 5 and 6** above is annexed hereto. The relevant details of the Directors seeking re-appointment/appointment under **Item Nos. 2 and 4** pursuant to Regulation 36(3) of the Listing Regulation and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, are also annexed.
17. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS :**
- A. PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS :**
- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended) and the MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as remote e-voting during the AGM will be provided by NSDL.
 - ii. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Friday, September 16, 2022** may cast their vote by remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as remote e-voting during the AGM. Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. **Friday, September 16, 2022** may obtain the User ID and Password by sending a request at **evoting@nsdl.co.in**

- iii. The remote e-voting period commences on **Monday, September 19, 2022 at 9.00 a.m. (IST)** and ends on **Thursday, September 22, 2022 at 5.00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. **Friday, September 16, 2022**.
- iv. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
- v. The remote e-voting module shall be disabled by NSDL for voting, 15 minutes after the conclusion of the Meeting on the day of the AGM.

B. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM AND REMOTE E-VOTING (BEFORE AND DURING THE AGM) ARE GIVEN BELOW :

- i. The members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/Members login by using the remote e-voting credentials, where the **EVEN of the Company** i.e. **120921** will be displayed. On clicking this link, the members will be able to attend and participate in the proceedings of the AGM. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-voting instructions mentioned below to avoid last minute rush. Further, members may also use the OTP-based login for logging into the e-voting system of NSDL.
- ii. Members may join the Meeting through Laptops, Smartphone's, Tablets and iPads for better experience. Further, members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DPID and Client ID/Folio number, PAN, mobile number at companysecretary@kicmetaliks.com between **Monday, September 19, 2022 (9:00 a.m. IST) to Wednesday, September 21, 2022 (5:00 p.m. IST)**. **Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- iv. Members who need assistance before or during the AGM to access and participate in the meeting may contact NSDL on evoting@nsdl.co.in / **1800-222-990** or **1800-22-430** or contact **Mr. Amit Vishal, Senior Manager – NSDL** at amitv@nsdl.co.in / **022-24994360** or **Mr. Sanjeev Yadav, Assistant Manager – NSDL** at sanjeevy@nsdl.co.in / **022-24994553**.





C. THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE AGM

Step 1: Access to NSDL e-Voting system

1. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

In terms of SEBI Circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in Demat mode are allowed to vote through their Demat accounts maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their Demat accounts in order to access the e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on :</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: **<https://www.evoting.nsdl.com/>** either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Members' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at **<https://eservices.nsdl.com/>** with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and client ID is 12***** then your User ID is IN300***12*****
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 116851 and folio number is 001*** then User ID is 116851001***

5. Details of password are given below:
 - (a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - (c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your Demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail sent and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of your beneficiary ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned in process for those shareholders whose e-mail ids are not registered.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
 - a. Click on 'Forgot User Details/Password?' (If you are holding shares in your Demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**
 - b. Click on 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your Demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see EVEN of all the Companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN' of the Company for which you wish to cast your vote during the remote e-voting period and during AGM. For joining virtual meeting, you need to click on VC/OAVM Link placed under "Join General Meeting",
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for e-voting during the AGM are as under:

1. The procedure for remote e-voting during the AGM is same as the instructions mentioned above for remote e-voting, since the Meeting is being held through VC/OAVM.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so shall be eligible to vote through e-voting system during the AGM.

General Guidelines for Shareholders:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on **www.evoting.nsdl.com** to reset the password.
2. In case of any queries/grievances pertaining to remote e-voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions '**FAQs**' for Shareholders and e-voting user manual for Shareholders available in the download section of **www.evoting.nsdl.com** or call on the toll-free number: 1800-222-990/1800-224-430 or send a request at **evoting@nsdl.co.in** or contact Mr. Amit Vishal or Ms. Pallavi Mhatre or Mr. Pratik Bhatt from NSDL at the designated e-mail IDs: **amitv@nsdl.co.in** or **pallavid@nsdl.co.in** or **pratikb@nsdl.co.in**.

Other Instructions:

- i. The Board of Directors has appointed **Mr. Neha Yadav (Membership No. A36913)** Practising Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process before and during the AGM in a fair and transparent manner.
- ii. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM, and votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- iii. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company **www.kicmetaliks.com** and on the website of NSDL **www.evoting.nsdl.com** immediately after the result is declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited where the shares of the Company are listed.

Registered Office :

*"Sir RNM House", 3B, Lal Bazar Street,
4th Floor, Room No. 2, Kolkata – 700 001
West Bengal, India*

Dated : May 26, 2022

Place : Kolkata

By Order of the Board
For **K I C Metaliks Limited**

Ruchika Fogla
Company Secretary
(Membership No. A23339)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice :

ITEM NO. 3

M/s. B. N. Agrawal & Co., Chartered Accountants (Firm Registration No. 320312E) were appointed as the Statutory Auditors of the Company for a term of 5 years at the 30th Annual General Meeting 'AGM' held on September 21, 2017 to hold till the conclusion of the 35th AGM held in 2022, hence, his tenure of five year will expire at the conclusion of the forthcoming 35th AGM. Accordingly, as per the said requirements of the Act, M/s. B. N. Agrawal & Co., Chartered Accountants are proposed to be re-appointed as Statutory Auditors of the Company for a further period of 1 (one) years, commencing from the conclusion of 35th AGM till the conclusion of the 36th AGM of the Company.

M/s. B. N. Agrawal & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The terms and conditions of re-appointment of the statutory auditors and the proposed fees are as follows:

- a. **Terms of Appointment :** 1 (one) year from the conclusion of this AGM till the conclusion of 36th AGM.
- b. **Proposed Fees :** Remuneration (including travelling and other out-of-pocket expenses) as may be mutually agreed upon between Board of Directors of the Company and the Auditor. The remuneration payable to the statutory auditors for the remaining tenure of the proposed re-appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee.

The proposed fees is be based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks. The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be determined by the Board in consultation with the Auditors and as per the recommendations of the Audit Committee.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in item no. 3 of this notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, is concerned or interested financially or otherwise in the resolution set out at Item No. 3 of the Notice.

The Board recommends the resolution set forth in **Item No. 3** of the Notice for approval of the Members.

ITEM NO. 4

Mr. Radhey Shyam Jalan 'Mr. Jalan' was appointed as the Chairman and Managing Director 'CMD' of the Company for a period of three years effective November 4, 2019 till November 3, 2022, and the said appointment was approved by the members at their 32nd Annual General Meeting held on September 24, 2019.

Based on the recommendation of the Nomination and Remuneration Committee, the Board on May 26, 2022, re-appointed Mr. Jalan as the CMD of the Company, liable to retire by rotation, for a further period of three years effective November 4, 2022 to November 3, 2025, subject to approval of the members.

The Board, while re-appointing Mr. Jalan as the CMD of the Company, considered his background, experience and contributions to the Company.

Mr. Radhey Shyam Jalan is a Chartered Accountant and has graduated with B.Com (Honours) and is aged about 41 years. He has been with K I C for more than a decade and that also in a senior management position. With his extensive experience in Business Administration, he has headed the organizational transformation and business excellence function of the Company with niche and has a vast contribution in the outstanding growth of K I C since its takeover from erstwhile management.

The main terms and conditions relating to the re-appointment and terms of remuneration Mr. Jalan as the CMD of the Company are as follows:

A. Period :

For a period of 3 years i.e. from November 4, 2022 to November 3, 2025.

B. Nature of Duties :

The CMD shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries including performing duties as assigned to CMD from time to time by serving on the boards of such associated Companies and/or subsidiaries or any other Executive body or any committee of such a Company.

C. Salary & Perquisites :

a)	Basic Salary	: ₹ 8,00,000 per month
b)	H.R.A	: ₹ 2,00,000 per month
	Total	: ₹ 10,00,000 per month
c)	Motor car provided with chauffeur, maintained by the Company for official use.	

D. Minimum Remuneration :

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Jalan, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, Bonus/Performance Linked Incentive, Long-Term Incentive as approved by the Board.

E. Other Terms of Appointment :

- (i) The CMD, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- (ii) The terms and conditions of the re-appointment of the CMD and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the CMD, subject to such approvals as may be required.
- (iii) The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party three months' notice of such termination or the Company paying three months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.
- (iv) The employment of the CMD may be terminated by the Company without notice or payment in lieu of notice :
 - a. if the CMD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
 - b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the CMD of any of the stipulations contained in the Agreement; or
 - c. in the event the Board expresses its loss of confidence in the CMD.
- (v) No sitting fees will be paid to the CMD for attending meeting of the Board of Directors or any committee thereof. Total remuneration of Mr. Jalan in any financial year shall not exceed 5% of the net profits of the Company during that year.

- (vi) In the event the CMD is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- (vii) Upon the termination by whatever means of CMD's employment under the Agreement:
 - a. He shall immediately cease to hold offices held by him in any holding Company, subsidiaries or associate Companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company.
 - b. He shall not, without the consent of the Board and at any time thereafter represent himself as connected with the Company or any of its subsidiaries and associated Companies.
- (viii) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the CMD unless specifically provided otherwise.
- (ix) If and when this Agreement expires or is terminated for any reason whatsoever, Mr. Jalan will cease to be the CMD and also cease to be a Director of the Company. If at any time, Mr. Jalan ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the CMD and this Agreement shall forthwith terminate. If at any time, the CMD ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and CMD of the Company.
- (x) The terms and conditions of re-appointment of CMD also include clauses pertaining to adherence to the K I C Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality.

The profile and specific areas of expertise of Mr. Jalan are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Jalan, to whom the resolution relates, is concerned or interested financially or otherwise in the resolution set out at Item No. 4 of the Notice.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the Nomination and remuneration Committee, approval of the Members is sought for the re-appointment and terms of remuneration of Mr. Jalan as Chairman and Managing Director as set out above.

The Board recommends the resolution set forth in **Item No. 4** of the Notice for approval of the Members.

ITEM NO. 5

The Board of Directors of the Company 'Board' at their meeting held on August 11, 2021, subject to approval of members of the Company, has accorded its approval for revision in remuneration of Mr. Mukesh Bengani, Director (Finance) and Chief financial Officer of the Company, 'Mr. Bengani, as detailed in the resolution, for his remaining tenure. The same was approved by the Nomination and Remuneration Committee at its meeting held earlier that day and was recommended to the Board for its approval. While approving the revised remuneration of the Mr. Bengani, the Nomination and Remuneration Committee considered various parameters which, inter alia, includes, prudent handling of the finance and internal control functions of the Company, helping the management in achieving a robust topline and bottomline and others strategic initiatives, etc. with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the Company and members. The revision in remuneration of Mr. Bengani was made with the view to make the same commensurate with his efforts given to and involvement in the Company.

Mr. Bengani is a related party as per Section 2(76)(i) of the Companies Act, 2013 'Act'. As per Section 177(4)(iv) Act, the Audit Committee has to accord its approval to any subsequent modifications of the transactions of the Company with its related parties and accordingly the Audit Committee at its meeting held on August 6, 2021, approved and recommended the same agenda for the approval to the Board.

Pursuant to provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof or the time being in force) and

applicable clauses of the Articles of Association of the Company, the above said revision in remuneration requires approval of members of the Company in a General Meeting by way of ordinary resolution.

The requisite details of Mr. Bengani are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution as set out at Item No. 5 of the Notice except Mr. Bengani.

The Board recommends the resolutions set forth in **Item No. 5** of the Notice for the approval of members.

ITEM NO. 6

The Board on the recommendation of the Audit Committee has approved the appointment of M/s. Patangi & Co., Cost Auditors to audit cost records of the Company for the financial year 2022-23 at a remuneration of ₹ 35,000/-, excluding applicable taxes and out of pocket expenses, if any.

As per Section 148 of the Companies Act, 2013 the remuneration payable as above is to be ratified by the members. Accordingly, the consent of the Members is sought for passing the said resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 6 of the Notice.

The Board recommends the resolution set forth in **Item No. 6** of the Notice for approval of the members.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT
IN THE 35TH ANNUAL GENERAL MEETING**

[Pursuant to Regulation 26(4) and 36(3) of Listing Regulations]

Name of Director(s)	Mr. Radhey Shyam Jalan	Mr. Mukesh Bengani
Date of Birth	23.06.1980	2.12.1977
Qualifications	B. Com (Honours), Chartered Accountant	B. Com (Honours), Chartered Accountant
Date of Appointment	16.01.2009	25.08.2020
Expertise in specific functional areas	Management, Finance and Business administration	Finance, Accounts, Taxation, Costing, Regulatory Compliance, Strategic Planning, Experience in Manufacturing Sector accounting.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years;	None	None
Details of shareholding (both own or held by/for other persons on a beneficial basis), if any, in the Company	K I C Metaliks Limited - Equity Shares 5,13,475 (1.44 %)	Nil
Relationship between Directors, Manager and other Key Managerial Personnel inter-se	Nil	Nil
Attendance at Board meetings in financial year 2021-22	Mr. Jalan attended all Board Meetings in financial year 2021-22	Mr. Bengani attended all Board Meetings in financial year 2021-22

Notes